

THREE-A RESOURCES BERHAD (481559-M)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of the Company will be held at Ballroom Level 1, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on 13 June 2013 at 11.00 a.m. for the following purposes:-

A G E N D A

1. To receive the audited Financial Statements for the financial year ended 31st December 2012 and the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To re-elect the following Directors who retire by rotation pursuant to Article 86 of the Company's Articles of Association:-
 - 2.1 Mr. Fong Chu King @ Tong Chu King (Resolution 2)
 - 2.2 Ms Fang Siew Yee (Resolution 3)
3. To consider and if thought fit, pass the following Resolution in accordance with Section 129(6) of the Companies Act 1965:-
 - 3.1 "That Mr. Tan Chon Sing @ Tan Kim Tieng, retiring pursuant to Section 129(6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." (Resolution 4)
4. To appoint Auditors of the Company and to authorize the Directors to fix their remuneration. (Resolution 5)

Notice of Nomination pursuant to Section 172(11) of the Companies Act 1965 has been received by the Company for the nomination of Messrs. BDO who have given their conditional consent to act as auditors of the Company and of the intention to propose the following Resolution:-

"That Messrs BDO be and is hereby appointed as auditors of the Company in place of the retiring Auditors, Messrs. Ernst & Young and to hold office until the conclusion of the next Annual General Meeting at a fee to be determined by the Directors."

5. As special business, to consider and if thought fit, to pass the following resolutions as

Ordinary Resolutions:-

- 5.1 Authority to Directors to Allot and Issue Shares Pursuant to Section 132 D of the Companies Act 1965

"That subject to the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 132 D of the Companies Act 1965 to allot and issue new ordinary shares of RM0.20 in the Company at any time and upon such terms and conditions and for such purposes as the Directors, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 6)

5.2 Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT approval be and is hereby given for the renewal of the Existing Shareholders' Mandate for the Company and its subsidiaries ("Three-A Group") to enter into transactions falling within the types of recurrent related party transactions of a revenue and trading nature which are necessary for the day to day operations of the Three-A Group from time to time, the nature and the contracting parties are set out in a table under Section 2.4 of the Circular to Shareholders dated 20 May 2013 PROVIDED THAT

- (i) the transactions are in ordinary course of business on an arms' length basis, on normal commercial terms and on terms not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure of the aggregate value of the transactions conducted pursuant to this shareholders' mandate during the financial year of the Company is made in the annual report by providing a breakdown of the aggregate value of the transactions, amongst others, based on the following information:-
 - (a) the type of transactions made; and
 - (b) the names of the related parties involved in each type of transactions made and their relationships with the Company and its subsidiaries.

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the said Annual General Meeting, the authority is renewed;
- (b) the expiration of the period within which the next Annual General Meeting after the date it is required to be held

- pursuant to Section 143(1) of the Act but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- (c) revoke or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and / or authorised by the Ordinary Resolution. (Resolution 7)

5.3 Proposed Renewal of Authority for the Company to purchase its own shares

“THAT, subject always to the Companies Act, 1965 (“Act”), the provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements (“Listing Requirements”) of the Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorized to the fullest extent permitted by law, to buy-back and/or hold from time to time and at any time such amount of ordinary shares of RM0.20 each in the Company as may be determined by the Board of Directors from time to time as they deem fit and expedient in the best interests of the Company (“the Proposed Share Buy-Back”) provided that:-

- (i) The aggregate number of Shares bought back and/or held does not exceed ten per centum (10%) of the total issued and paid up share capital of the Company subject to the restrictions that the issued and paid up capital of the Company does not fall below the applicable minimum share capital requirement of the Listing Requirements;
- (ii) The maximum funds to be allocated for the buy-back of the Company’s own shares shall not exceed the total retained profits and the share premium account of the Company;
- (iii) As prescribed by the act, rules, regulations and orders made pursuant to the act and the requirements of Bursa Securities and any other relevant authority for the time being in force; and

THAT upon completion of the buy-back of the Company of its own Shares, the Directors of the Company are authorised to deal with the shares so bought back in any of the following manner:-:-

- (i) the shares so purchased may be cancelled; and/or
- (ii) the shares so purchased may be retained as treasury shares and held by the Company or

- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder;

and the treasury shares may be distributed as dividends to the shareholders of the Company and/or resold on the market of Bursa Malaysia Securities Berhad and/or subsequently cancelled; and/or any combination of the three and in any other manner;

The approval conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next annual general meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed, either unconditionally or subject to conditions, or the expiration of the period within which the next annual general meeting after that date is required by law to be held, or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is the earliest;

AND THAT the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy Back (including without limitation, the appointment of stockbroking firm and the opening and maintenance of a Central Depository Account designated as a Share Buy-Back Account) with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental / regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act 1965, the provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad and all other relevant governmental / regulatory authorities.

(Resolution 8)

5.4 To consider and if thought fit, to pass the following resolution in accordance with the Recommendation 3.3. of the Malaysian Code on Corporate Governance 2012

"That Mr. Chew Eng Chai who has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 17 June 2002 be and is hereby retained as the Independent Non-Executive Director of the Company."

(Resolution 9)

5.5 To consider and if thought fit, to pass the following resolution in accordance with the Recommendation 3.3. of the Malaysian Code on Corporate Governance 2012

"That subject to the passing of the above resolution 4, Mr. Tan Chon Sing @ Tan Kim Tieng who has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 17 June 2012 be and is hereby retained as the Independent Non-Executive Director of the

Company.”

As Special Business :-

6. To consider and if thought fit, to pass the following Special Resolution, with or without modifications:-

“THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix 1 attached to the Annual Report 2012 be and are hereby approved.”

Special
Resolution 1

7. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

NG BEE LIAN (MAICSA 7041392)
TAN ENK PURN (MAICSA 7045521)
Company Secretaries

Kuala Lumpur
Date: 20 May 2013

EXPLANATORY NOTES TO SPECIAL BUSINESS:-

1. Appointment of Auditors (Resolution 5)

The Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto and marked “Annexure A” has been received by the Company for the nomination of Messrs. BDO, who have given their consent to act, for appointment as Auditors.

2. Authority to Directors to Allot and Issue Shares Pursuant to Section 132 D of the Companies Act 1965 (Resolution 6)

The proposed resolution No. 6, if passed, is to empower the Directors to issue up to a maximum of ten (10) per centum of the total paid up share capital of the Company for the time being without convening a general meeting for such purposes as the Directors would be in the interest of the Company. This renewed authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting. No shares had been issued by the Company since obtaining the authority from its shareholders at the last Annual General Meeting held on 18 April 2012. The renewal of the general mandate, if granted, will provide flexibility to the Company for any possible fund raising activities including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition.

3. Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Resolution 7)

For further information on proposed resolution No.7, please refer to the Circular To Shareholders dated 20 May 2013 accompanying the Company’s Annual Report for the financial year ended 31 December 2012.

4. Proposed Renewal of Authority for the Company to purchase its own shares (Resolution 8)

The proposed resolution No. 8, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the issued and paid up share capital of the Company.

5. To Retain the designation of Mr. Chew Eng Chai as the Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 (Resolution 9)

Mr. Chew Eng Chai has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 17 June 2012. The Board recommends retaining his designation as Independent Non-Executive Director due to the following reasons:-

- He has fulfilled the criteria under the definition of Independent Directors pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- He has ensured effective check and balance in the proceedings of the Board and the Board Committees;
- He has actively participated in Board deliberations, provided objectivity in decision-making and an independent voice to the Board and contributed in preventing Board domination by any single party;
- His vast experience in finance and manufacturing industry would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- He has devoted sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company and
- He has exercised his due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.

6. To Retain the designation of Mr. Tan Chon Sing @ Tan Kim Tieng as the Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 (Resolution 10)

Mr. Tan Chon Sing @ Tan Kim Tieng has served the Board as the Independent Non-Executive Director of the Company for more than ten (10) years since 17 June 2012. The Board recommends retaining his designation as Independent Non-Executive Director due to the following reasons:-

- He has fulfilled the criteria under the definition of Independent Directors pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- He has ensured effective check and balance in the proceedings of the Board and the Board Committees;
- He has actively participated in Board deliberations, provided objectivity in decision-making and an independent voice to the Board and contributed in preventing Board domination by any single party;
- His vast experience in finance and manufacturing industry would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group;
- He has devoted sufficient time and attention to his responsibilities as Independent Non-Executive Director of the Company and
- He has exercised his due care in the interest of the Company and shareholders during his tenure as Independent Non-Executive Director of the Company.

7. Proposed Amendments to the Articles of Association
Special Resolution 1

The proposed amendments to the Articles of Association, if passed, will enable the Company to comply with the recent amendments of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as for better clarity and enhancement.

NOTES :-

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. The proxy form must be duly completed and deposited at the registered office of the Company at AL 308, Lot 590 & Lot 4196, Jalan Industri, U19, Kampung Baru Sungai Buloh, 40160 Shah Alam, Selangor D.E. not less than 48 hours before the time for holding the meeting. Provided that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his /their proxy, PROVIDED Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s)
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorized.
5. for the purpose of determining a member who shall entitled to attend the Annual General Meeting, the Company shall request Bursa Malaysia Depository Sdn. Bhd. in accordance with Section 34(1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositor as at 6 June 2013. Only depositors whose names appear in the Record of Depositors as at 6 June 2013 shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote in his stead.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect with each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
7. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each omnibus account it holds.